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UNITED STATES (10)
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: Expires:

3235-0076 April 30, 2008

Estimated average burden hours per response.....



05071737

Name of Offering ( check if this is an amendment and name has changed, and indicate change.) FrontPoint Offshore Credit Fund, Ltd.				03071737		
Filing Under (Check box(es) that apply):	Rule 504	☐ Rule 505	⊠ Rule 506	Section 4	(6) ULOE	
CONTROL OF THE PARTY OF THE PAR	A. B.	ASIC IDENTIFICATION	I DATA	2553 (25.5)		
1. Enter the information requested about the						
Name of Issuer (☐ check if this is an ame FrontPoint Offshore Credit Fund, Ltd.	endment and name t	nas changed, and indic	ate change.)			
Address of Executive Offices	(Number and Str	eet, City, State, Zip Co	de) T	elephone Number (Ir	ncluding Area Code)	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Str	eet, City, State, Zip Co	de) T	elephone Number (li	ncluding Area Code)	
Brief Description of Business			PROCESSI NOV 21 2005	ED B		
Type of Business Organization ☐ corporation	☐ limited partne	rship, already formed		other (please spec	ify):exempted company eady formed	
☐ business trust	limited partne	rship, to be formed				
Actual or Estimated Date of Incorporation or C	J	Month		] Actual	☐ Estimated	
Jurisdiction of Incorporation or Organization:	• • • • • • • • • • • • • • • • • • • •	U.S. Postal Service ab FN for other foreign juri				
GENERAL INSTRUCTIONS						

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or □ Director Managing Partner Full Name (Last name first, if individual) FrontPoint Partners LLC Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Ghaffari, Paul Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Byrne, Martin Business or Residence Address (Number and Street, City, State, Zip Code) International Management Services Ltd., PO Box 61, Grand Cayman Grand Cayman Islands Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ General and/or ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Lang, Martin Business or Residence Address (Number and Street, City, State, Zip Code) International Management Services Ltd., PO Box 61, Grand Cayman Grand Cayman Islands Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Wenzel, Robert Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: □ Beneficial Owner ☐ Executive Officer ☐ General and/or ☐ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Mariner Select International, Ltd. by Mariner Investment Group, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Walkers SPV Limited, P.O. Box 908GT, Georgetown, Grand Cayman, Cayman Islands ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: ☐ Promoter ⊠ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) PFPC Trustee and Custodial Services Services Ltd Client ACP Select Fund Ltd Business or Residence Address (Number and Street, City, State, Zip Code) Abbey Court, Block C, Irish Life Centre, Lower Abbey Street, Dublin 1, Ireland Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or □ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [ ] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Aggregate Type of Security Offering Price Already Sold Debt..... \$7,050,000 \$7,050,000 Equity ..... Convertible Securities (including warrants) ...... Partnership Interests..... Other (Specify Total ..... \$7,050,000 \$7,050,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$7,050,000 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of **Dollar Amount** Type of offering Security Sold Rule 505..... \$ Regulation A..... Rule 504 \$ Total ..... Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

 Transfer Agent's Fees
 \$

 Printing and Engraving Costs
 \$

 Legal Fees
 \$

 Accounting Fees
 \$

 Engineering Fees
 \$

 Sales Commissions (specify finders' fees separately)
 \$

 Other Expenses (identify)
 \$

 Total
 \$

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES,	AND.	JSE OF PROCEEDS	h SPET			
	<ul> <li>Enter the difference between the aggregate offering price given in response to Part C</li> <li>Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."</li> </ul>			\$7,050,000				
5.	Indicate below the amount of the adjusted gr to be used for each of the purposes shown. furnish an estimate and check the box to the ! listed must equal the adjusted gross proceed — Question 4.b above.	If the amount for any purpose is not known, eft of the estimate. The total of the payments						
				Payments to Officers, Directors & Affiliates		Payments To Others		
	Salaries and fees			\$		\$		
	Purchase of real estate			\$		\$		
	Purchase, rental or leasing and installation	on of machinery and equipment		\$		\$		
	Construction or leasing of plant buildings	and facilities		\$		\$		
		g the value of securities involved in this or the assets or securities of another issuer		\$		\$		
	•			\$		\$		
	• •			\$	_	\$		
	- ·	partner interest of affiliated entity		\$	$\boxtimes$	\$7,050,000		
				\$	П	\$		
				\$	. <u> </u>	\$7,050,000		
	Total Payments Listed (column totals added)			\$7,050,000				
d.		D. FEDERAL SIGNATURE			¥45.4			
ons	issuer has duly caused this notice to be signed	by the undersigned duly authorized person. If to the U.S. Securities and Exchange Commissi	f this r	notice is filed under Rule on written request of its	505, t staff, t	he following signat the information		
ssuer (Print or Type) Signature			Date					
FrontPoint Offshore Credit Fund, Ltd.				November 11, 2005				
lam	ne of Signer (Print or Type)	Title of Signer (Print or Type)						
Arthur Lev Attorney-in-Fact of the Issuer								

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)